Concordia
University
Students'
Association inc

Association des
Etudiants et Etudiantes
de l'Université
Concordia inc

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CONCORDIA UNIVERSITY STUDENTS' ASSOCIATION

SPECIAL MEETING OF THE BOARD OF DIRECTORS HELD ON THURSDAY, MARCH 5, 1992 AT 6:30 P.M. IN THE HALL BUILDING, H-773 SIR GEORGE WILLIAMS CAMPUS

1. CALL TO ORDER AND ROLL CALL

Chairperson, Jarno Makkonen, called this meeting to order at 6:40 P.M.

ROLL CALL

PRESENT

CO-PRESIDENTS
Eleanor Brown
Charlene Nero

COMMERCE
Robin Chabot
Jimmy Elenakis (9:30 p.m.)
Jennifer Kalman
Nick Kaminaris
Kerry Schacter
Marc Tisseur

ARTS AND SCIENCE
Jennifer Dang-Tran
Sophie Desjardins
Hernani Farias
Heidi Modro
Michael Spowart
Etoile Stewart
Phil Toone

ENGINEERING
Frank Pathyil
Dave Dichmann

ABSENT
Arts and Science: Kathy Fretz, Jamie Ross (w/r)
Fine Arts: Kellie Coppin.

2. CHAIRPERSON'S REMARKS

The Chair apologized for not being able to obtain access to a larger room for all the by-standers.

3. CRO'S REPORT

The Chair took notice of the fact that the CRO was not present. He also asked for the undersigned of this special meeting and was told that M. Tisseur, J. Kalman and N. Kaminaris called this meeting. The Chair asked for the intent of the CRO's presence at this meeting. C. Nero asked to know if there is an actual agenda for this meeting as opposed to the vague agenda present. She also said that the agenda present does not constitute a legal agenda and asked if there is one. The Chair distributed the motions that were to be brought forth by the directors. C. Nero said that special meetings must be called with a prescribed agenda in advance and that motions by directors does not constitutes advance notice of the agenda of a special meeting.

The Chair read Article 5.6.3 of the Constitution which states that "the Co-Presidents acting together or any three directors may call a special meeting of the directors. Three school days notice must be given to each director." The Chair said that he will proceed with the fact that in actuality a meeting has happened.

C. Nero proposed granting speaking authority to Mr. David McIninch, the CUSA lawyer, to provide guidance to certain directors with respect to certain legal issues.

The Chair announced that he has a request to deal with certain legal issues before the Board proceeds with the rest of the agenda. K. Schacter raised objection to this issue.

Motion:

BE IT RESOLVED THAT Mr. David McIninch, CUSA's Lawyer, be granted speaking privileges and that those speaking rights occur as item 5.1.

Moved by: C. Nero
Seconded by: E. Brown

H. Farias pointed out to the Chair that following the chairperson's remarks, there is usually an item on Approval of the Agenda which appears to be lacking in this agenda and should be added in.

The Chair said that item 2.1 will be Approval of the Agenda.

MOTION TO APPROVE THE AGENDA

Moved by: H. Farias

F. Pathyil suggested adding items 5.2, 5.3 and 5.4, those respectfully being, the motions that were handed out.

Amendment:

M. Spowart suggested replacing item 6.0 by questions and comments for the by-standers that are present and moving all the agenda items that follow. No objections were raised to this amendment.

Moved by: M. Spowart
Seconded by: M. Tisseur

VOTE ON MOTION TO INCLUDE ITEM 5.2, 5.3, 5.4 UNANIMOUS

C. Nero suggested that item 5.5 be added to include the date of the Annual General Meeting to be held on March 11, 1992, during the regular scheduled Board of Directors Meeting.

Moved by: C. Nero
Seconded by: F. Pathyil

VOTE ON MOTION TO INCLUDE ITEM 5.5 AND 6.0 UNANIMOUS

VOTE ON AMENDED AGENDA 9/4/2 CARRIED

3. CRO's REPORT

C. Nero said that to her best of knowledge, the CRO's report is brought forth at the Annual General Meeting and that she has been informed that the CRO is with his family in Ottawa.

K. Huck said that the report has often been prepared right after the ballots have been counted and circulated as an informal document pending its adoption.

H. Farias added that the report is often circulated a few days before the General Assembly but that this is often held a week or two after the elections.

The Chair asked the individuals who called this meeting if there was a particular intention with respect to this agenda item. K. Schacter replied that the intent was to see the report. N. Kaminaris suggested continuing with the agenda seeing that there is no report forthcoming.

4. Election Results and Violations

C. Nero said that it is derogative of this Board to consider election results and violations at anything other than at its Annual General Meeting as outlined in the Judicial Board Standing Orders, which is binding on this body. She also said that it is highly unethical of this Board to endeavor to discuss them before the CRO's report has been presented.

The Chair asked the individuals who called this meeting what the intent of this motion was. M. Tisseur replied that it appears that there have been some irregularities with the elections and as representatives of the students, students have approached the directors to find out what could be done. Charlene further added that it is the prerogative of the CRO and Judicial Board to deal with this agenda item and as a consequence, this motion is unconstitutional and out of order. The Chair replied that the intent of this agenda item is for the directors to air out some grievances regarding the elections and to discuss in an open forum the problems that have arisen with the elections. He further added that he would like to proceed with this item.

M. Spowart said that the intent is to to discuss elections violations of the Judicial Board and the CRO, and as such, the Board does have jurisdiction over this matter, under 18.1 of the Constitution. He further added that delinquency of duties with respect to the Judicial Board is an issue that the Board is required to look into. Mr. McIninch replied that the Judicial Board is supposed to be an independent separate body and its major function in the Constitution is to supervise and interpret these by-laws, the constitutionality of any matter, organize and administer the Annual Elections and By-Elections. He further added that by-laws are the governing act that everyone is subject to and that the Judicial Board's function is to interpret the constitution and the by-laws, and administer and supervise the elections. Mr. McIninch said that Standing Orders outline the procedures and define who the officers in charge are and that the members of the executive of CUSA as well as the Co-Presidents have no right to interfere in any form in the operation of an investigation on legality. He also said that the CRO is responsible to the Judicial Board and that section 18.0 of the Constitution refers to a removal of a member and that procedures have to be followed. Mr. McIninch continued by stressing that Judicial Board is supposed to be an autonomous Board and that if there are problems vis-a-vis the election procedures, there are Standing Orders to be filed and brought to the attention of the CRO and then to the Judicial Board for an investigation.

N. Kaminaris stated that whatever his opinion may be, it does not represent CASA and that neither CASA nor ECA have taken any stand since this is an internal matter within CUSA to resolve. He further said that as a member of this Board, he has a right to represent Commerce students and that 7.3 h) states that the Judicial Board may establish such other procedures as do not contravene the above. Such are to be subordinate to the authority of the Board of Directors to establish such procedures. N. Kaminaris said that to his understanding, these Standing Orders are subordinate to whatever the Board decides to do and that item 4. is for the directors and the observers to express whether these election procedures have been followed correctly, particularly the counting, which he has heard from people present during this event, that it did not go right. Nick said that as the governing body of this association, directors have the right to state what they want to state on this issue.

C. Nero said that following all this debate, it is clear that directors or the executives may not interfere in any way with the CRO's responsibility and would like to have the Chair's interpretation of this statement. The Chair replied that he will appeal to the Board with regards to the discussion of this issue since there is no particular motion on this issue. He further added that if the Board votes to have this agenda item included, he will open it up to a forum

to condemn or appraise the elections results and any violations for a period of 45 minutes.

Mr. McIninch said that matters pertaining to elections should be referred to the Judicial Board. He also said that any matter pertaining to the election should be firstly referred to the CRO and any questions with regards to the elections should be brought forth to the Judicial Board.

The Chair referred to C. Nero's comments and said that on P. 216 of Robert's Rules of Order it states that when the Chair is in doubt, he can refer the point to the assembly for a decision to be rendered.

VOTE ON MOTION TO DISCUSS ITEM 4.0 OF THE AGENDA **0/10/4** **FAILED**

5. QUESTION PERIOD WITH MR. MCININCH

M. Spowart said that he does not feel that this Board is trying to interfere with the elections, rather it is trying to ascertain during that discussion period whether or not the Judicial Board violated its own Standing Orders. He further added that this Board has a responsibility to this association to make sure that Judicial Board did follow all the rules and that allegations presented to the Board are with regards to the Standing Orders that Judicial Board did not follow. He further added that he does not feel that it is unconstitutional to discuss this issue, in accordance with Article 18.1 and 18.3 of the Constitution. Mr. McIninch replied that to deal with Article 18.3, 18.2 has to be dealt with beforehand. He further added that the Board can start with its proceedings as an administrative body, by following in sequence a, b and then 18.3. Mr. McIninch informed the Board that if it intends to remove a member of the Judicial Board, it could be done by a petition signed by eight (8) directors or a petition circulated at large with one hundred (100) signatures and must be presented to the Chairperson of the Board of Directors. M. Spowart asked to know if it is unconstitutional to discuss possible improprieties of members of the Judicial Board in conducting the elections. Mr. McIninch replied that if that were ever the case, it would have to be referred to the Chairperson who will put include it in the next agenda and the Board can decide whether there are grounds for an investigation. He further added that the Board is bound by by-laws and has to comply by them.

N. Kaminaris asked the lawyer to know if the Board of Directors has the right to set up a committee to look into the alleged improprieties of any election and to make specific recommendations to the Board or to the Judicial Board as to how to act on these alleged improprieties. The lawyer replied that the CRO is not to be interfered with and anything to do with elections is to be referred to the CRO and that if there is a problem the Board might want to discuss it in the general sense but it is a matter that should be brought forth with the Judicial Board. N. Kaminaris said that he is a little bit confused with this corporation having a court system. The lawyer replied that no administrative Board, even the Board of Directors of a corporation is answerable to their members through their by-laws and election procedures. He further added that the reason that the Judicial Board was formed, was not to allow the Board of Directors to go off on matters concerning the elections, constitutionality and that an outside judicial tribunal should be overseeing these issues. N. Kaminaris asked the lawyer whether he believes that members of the association have the right to confront the CRO and express concern with alleged improprieties and have him investigate them. The lawyer replied that if he was a student in doubt, he would attempt to contact the CRO and

that if this failed he would write a letter to the Judicial Board expressing concern over the election procedures and have them call a meeting to deal with this issue.

H. Farias asked the lawyer how much longer it will take before he releases the documents that were circulated between himself and S. Letovsky of last year, which were supposed to be circulated to this Board at the first Board meeting in May. The lawyer replied that he sent his opinions at least six or seven times and doesn't know what has become of them. He further added that any member of this association could have copies of these opinions.

H. Farias said that there are 24 days before the next administration takes office and asked to know if this Board has evidence of improprieties, should this Board morally, illegally and ethically, allow that administration to take office until all those questions have been settled. The lawyer responded by saying that any doubts should be referred to the Judicial Board.

C. Nero asked to know if motions 5.2, 5.3 and 5.4 are at all constitutional. The lawyer replied that he is of the opinion that motions 5.2 and 5.3 are not constitutional and that the Board is forced to comply with its constitution until such time as it is amended or changed.

K. Huck asked to know that in the event that the integrity of the entire Judicial Board, the CRO collectively are in doubt, how members of the association can address their concerns. The lawyer referred to Article 18.3 of the Constitution and added that the Board should set up a tribunal party if there are sufficient doubts with this judiciary body. K. Huck asked to know if the General Assembly can adopt part of the CRO's report if it chooses to do so. The lawyer replied that the CRO files his report at the Annual General Meeting whereby he is submitting the report for reception and that if there are any improprieties, they should be referred to the Judicial Board. He further added that the Council to the student association is responsible to the Board of Directors which are not supposed to interfere with the Chief Returning Officer's duties.

MOVE TO CLOSE THE SPEAKERS LIST

Moved by: M. Tisseur

F. Pathyil asked to know if the Board is on any type of shaky ground to simply read allegations into the record of any sort, if the Board feels that there is danger that they will not be brought forth in the due Judicial process. The lawyer replied that the Board of Directors is responsible for the students as a whole, has the right to discuss these issues in camera.

Kuan Yin Bisonette said that the student body is concerned with what went on with the elections and pointed out that the major concern is the consequences of these allegations and that they should be discussed. The lawyer replied that if he was in the students' position, he would address his concerns in writing to the Judicial Board. K. Bissonette said that she wants some truthful evidence, other than what is written in the student newspapers. The lawyer agreed with her and added that if he suspected any type of wrongdoing, he would approach the issue with the Judicial Board nonetheless.

M. Spowart asked for an opinion on the legality of motion 5.4, that being, exercising the rights of the Board and

limiting the powers of the Co-Presidents. The lawyer replied that the Board of Directors can at a duly convened meeting, limit the powers of its' executive.

H. Farias asked for a legal definition of the word trusteeship in relation to CUSA. The lawyer replied that it is used in reference to corporate powers.

D. Parent said that there are students who do believe that these elections did run smoothly and asked to know if they could sue. The lawyer replied that infringing or defaming another individual could result in a lawsuit.

P. Dalton referred to provision 10 of Judicial Board Standing Order #7, stating that the CRO must make a final report to the Judicial Board and asked to know if the CRO's report to the Judicial Board has to take place before the CRO's report to the Annual General Meeting. The lawyer replied that it would be practical that the report be given to the Judicial Board after the election. P. Dalton questioned the calling of the Annual General Meeting without the CRO having filed his report with the Judicial Board. The lawyer replied that the only individuals who could call the Annual General Meeting are the Co-Presidents on behalf of the Board within one month of the close of the polls of the Annual General Elections. P. Dalton asked to know if the CRO's report has to be received by the Judicial Board before the Annual General meeting takes place. The lawyer replied that this would be the case and that the Chief Returning Officer should file his report with the Judicial Board.

(Time: 8:15 p.m.)

M. Ryan asked for clarification on whose responsibility it is to oversee the elections and any improprieties that may occur. The lawyer replied that it is the CRO who is responsible for the administering the actual conducting, campaigning, etc. and that it states that he is not to be intervened by the directors and that any irregularities or questions should be referred to the Judicial Board. M. Ryan questioned the possibility of individuals conducting their own investigation and asked to know if the possibility existed that they were to attain lists that were not made to be public with the telephone numbers of the individuals who were counting ballots and call them at private and listed numbers, would they not be violating those peoples' privacy. The lawyer replied that it is up to those individuals to take the necessary action to sue for intrusion of privacy.

F. D'Orazio asked to know if the people who called this meeting had invited the members of Judicial Board to attend it. N. Kaminaris replied that they were invited.

F. D'Orazio asked Mr. McInich who invited him to this meeting to enlighten everyone present. The lawyer replied that he was informed by the Co-Presidents that he has often been asked legal questions that have arisen and that his opinions have always been referred to at meetings which is the reason he accepted the invitation.

The Chair thanked Mr. McInich for his voice of reason.

MOVE TO ADJOURN

Moved by: E. Brown
Seconded by: J. D. Tran

VOTE ON MOTION TO ADJOURN 6/9/0 FAILED

(Time: 8:25 p.m.)

5.2 **Investigation of Annual General Elections**

BE IT RESOLVED THAT the CUSA Board of Directors create a closed sub-committee of the Board to investigate the allegations surrounding the CUSA Annual General Elections. This sub-committee may be referred to as a CUSA elections investigations sub-committee, and;

BE IT FURTHER RESOLVED THAT the sub-committee shall be required to tabel a report with specific recommendations to the CUSA Board of Directors no later than the next regularly scheduled CUSA Board meeting, and;

BE IT FURTHER RESOLVED THAT this committee be composed of three (3) members of this Board who are _____, _____, and _____, and;

BE IT FURTHER RESOLVED THAT this sub-committe be given the powers to request and receive any documentation required, including any documentation in possession of the CRO and the Judicial Board.

The Chair noted that quorum had been lost and that the Board can continue informally. M. Ryan called quorum.

Moved by: F. Pathyil
Seconded by: S. Desjardins

MOVE TO WITHDRAW THE MOTION

Moved by: F. Pathyil
Seconded by: S. Desjardins

Motion 5.3

MOVE TO WITHDRAW THE MOTION

Moved by: F. Pathyil
Seconded by: S. Desjardins

Motion 5.4

Moved by: F. Pathyil
Seconded by: S. Desjardins

MOVE TO CLOSE THE SPEAKERS LIST

Moved by: M. Tisseur

(Time: 8:30 p.m.)

The Chair called a recess for 15 minutes.

The meeting reconvened at 8:55 p.m. only to lose quorum seconds later.

MOVE TO RECESS UNTIL QUORUM IS ACHIEVED

Moved by: F. Pathyil
Seconded by: M. Tisseur

It was the unanimous consent of all members present, that the meeting resume upon the arrival of J. Elenakis.

The meeting resumed at 9:18 p.m. when J. Elenakis arrived, however at 9:20 p.m., quorum was lost.

This meeting was adjourned at 9:25 p.m.

J. Makkonen, Chairperson

H. Danankas

Helen Danankas, Secretary